

From: [Curtis, Christopher](#)
To: [Save Marlboro College](#)
Subject: Response to your Public Records Request
Date: Monday, April 6, 2020 2:38:29 PM
Attachments: [Heck Cover - 04"06"2020.pdf](#)
[Aaron Pilarcik 3-25-2020 3-24pm_Redacted.pdf](#)
[Bruce Hain 3-31-2020 4-43pm_Redacted.pdf](#)
[Peter Hutchinson 3-25-2020 12-58pm_Redacted.pdf](#)
[Rev Dr James Thomas 4-1-2020 2-31pm_Redacted.pdf](#)
[Shaw Izikson 3-30-2020 7-31pm_Redacted.pdf](#)

Dear Mr. Heck,

I hope this note finds you (and your family, friends, and community members) well as we learn to navigate the uncertainties and challenges of the current public health emergency.

Attached please find a response to your recent public records request. Recall that in March you made a rolling request for certain documents on a month to month basis that we agreed could be treated as received on the first of the month. Here is the response to your April request. Thank you for your consideration. Be well, and stay safe.

Best, Christopher

Christopher J. Curtis
Chief, Public Protection Division
Office of the Attorney General
State of Vermont
109 State Street
Montpelier, VT 05609
802-828-5586

PRIVILEGED & CONFIDENTIAL COMMUNICATION: This communication may contain information that is privileged, confidential, and exempt from disclosure under applicable law. **DO NOT** read, copy or disseminate this communication unless you are the intended addressee. If you are not the intended recipient (or have received this E-mail in error) please notify the sender immediately and destroy this E-mail. Please consider the environment before printing this e-mail.

THOMAS J. DONOVAN, JR.
ATTORNEY GENERAL

JOSHUA R. DIAMOND
DEPUTY ATTORNEY GENERAL

SARAH E.B. LONDON
CHIEF ASST. ATTORNEY GENERAL



TEL: (802) 828-3171

<http://www.ago.vermont.gov>

**STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001**

April 6, 2020

Mr. Martin Heck
52 Kimball Hill
Putney, VT 05346
SENT BY ELECTRONIC MAIL:
martin@savemarlborocollege.org

Dear Mr. Heck

Thank you for your public records request of April 1, 2020. You requested:

- 1) Any notice of a proposed plan of merger (and/or an actual plan of merger itself) submitted to this Office by Marlboro College (or the Corporation of Marlboro College); and
- 2) Any correspondence relating to Marlboro College to or from persons or entities (including anyone affiliated with Marlboro College, or the Corporation of Marlboro College itself) in the community for the period of March 1, 2020 through April 1, 2020.

Please accept the attached electronic file containing documents responsive to your request. Information contained in internal communications of the Attorney General's Office that contains work product, attorney client communication, or personal information may be withheld or redacted pursuant to 1 V.S.A. §§ 317(c)(1), (3), (4), and (7).

If you feel information has been withheld (or redacted) in error, you may appeal to the Deputy Attorney General Josh Diamond. I hope the attached information is helpful to you.

Thank you for reaching out to our office.

Sincerely,

A handwritten signature in black ink, appearing to read "C. Curtis".

Christopher J. Curtis
Chief, Public Protection Division

Matthews, Deborah

From: Office of the Vermont Attorney General <ago.helpdesk@vermont.gov>
Sent: Wednesday, March 25, 2020 3:24 PM
To: AGO - Info
Subject: Contact Form submitted on Office of the Vermont Attorney General

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Name	Aaron
Last	Pilarcik
Email	[REDACTED]
Phone Number	[REDACTED]
Mailing Address (required for a response)	[REDACTED] Wilbraham, Massachusetts 01095
Subject	Letter of concern about the proposed "merger" of Marlboro College to Emerson College- from a student at Marlboro College

Message

Dear attorney T.J. Donovan,

I am writing to you today to express my deep concern about the proposed "merger" of Marlboro College with Emerson College and the way it is being handled by the administration at the school. I am currently finishing my third year at Marlboro College and am currently a senior two at the school, scheduled to graduate in May, studying Physics and Biochemistry. During my time at Marlboro College, I have fallen in love with the school. I feel that it is a unique institution in the world, that offers opportunities to be found no where else, and is desperately needed in the world today. Because of this, I have become deeply concerned about the proposed "merger" with Emerson College and the way it is being handled by the current administration. The "gifting," in the words of Emerson College's president Lee Pelton, of Marlboro's \$30 million dollar endowment and \$10 million dollar campus, would be a huge, and irrecoverable loss to the state of Vermont and the world. Additionally, the way this has been handled by the administration causes me great concern. There are red flags everywhere here, and I believe an investigation is warranted. The entire merger was negotiated in secret by a small group of individuals. There seems to be no checks and balances in place here, or oversight by independent groups. The merger was announced to the school, out of nowhere, in a campus wide meeting on November 6, 2019. It was stated by our head trustee that it was a done deal, and we only learned later that it is only exploratory. There seems to be absolutely no back up plan in place in the event the merger does not go through. The entire campus community, students, faculty, staff, has been thrown into disarray by this. It is being presented as the only option. In addition, altering views,

and proposals to help save the school are not being listened to and even subject to counterattacks. Those offering to help save the school, out of a love for our precious institution here in Vermont, are being told they could disrupt the merger and be responsible for people losing their jobs, students having nowhere to go. There is also a bizarre cloud of opaqueness and lack of transparency over this whole process. It is hard to tell what is going on behind closed doors, but it seems clear that something is not right here. I have a personal story to share that illustrates this. We have a process of community governance at our school where all people get an equal voice, even students, in the affairs of the school. Central to this is Town Meeting. I feel that our community governance has been undermined and bypassed. Out of concern for this, I carefully drafted a resolution, which I have a right to do, to form a committee to take an honest and independent look at ways to help save our school, and brought it to Town Meeting on March 3, 2020. I have included a copy of my resolution below. The purpose of the resolution was to look for ways to save the school and also serve as a "separation of powers" or check and balance to the administration telling us the merger is the only way. I brought my resolution to select board in early February. What followed was a bizarre, confusing, and stressful sequence of events for me. The initial response to my resolution by select board was pretty positive, and they felt this was a good discussion for the community to have, and a proper way to bring a resolution. Our head select person, Charlie Hickman, who sent me a concerned email earlier, saying she had come to the conclusion the going to Emerson is the best option for her, was absent. Charlie returned later in the week, and it may be a coincidence, but things started getting very weird. I sent emails to select board and got no response. I finally showed up for select board meeting, only to be told they were in a "closed meeting." Finally, after a very long time, the closed meeting ended and I was allowed to enter. The tone was very different than last week. They said that Emmanuel our moderator, had "concerns" about my resolution and I had to meet with her. They also said they really want to see my resolve to stand up there in front of everyone with my resolution. I have since heard from our former head select person, Nick Creel, that Kevin Quigley checks in with the head select person every week to see what is going on. Nick sees this as highly inappropriate and I sign of censorship. In fact during Nick's time as head select person, the entire select board was sent intimidating letters, literally threatening the student with lawsuits, if they did not take the action the administration wanted to see. Nick saw this as a clear violation of community governance, and was intimidated into backing down. To this day, Nick is afraid to even speak out about what happened to them for fear of retaliation by the administration at the school. We have emails from the Dean of Students at the time Richard Glazer, documenting threats of lawsuits to students that we can send you, if students are guaranteed protection. Because of my conversations with Nick, I knew that our head select person, Charlie Hickman, was likely talking with Kevin about my resolution. Charlie is known for being very pro-merger. From here, things got more stressful for me. Emmanuel, in our meetings, expressed concern that my resolution could conflict with the "non-compete clause" the school had signed with Emerson. She said that, because of this, my resolution, if it passed, could disrupt the merger. She said there is \$40 million at stake here, and it "could all come down on my head." She said she was seeking legal council for herself, just to moderate the meeting, and suggested I get legal council as well. Because of this, I hired the services of a lawyer before bringing the resolution to town

meeting. Emmanuel's concern is that I could be responsible for \$40 million dollars. We then emailed Patrick Connolly to get more clarity about the "non-compete clause." We met, and he read the clause, but said he couldn't show us. He said, in his view, it would violate it. I became more concerned, and emailed to see if I could get a copy of the language. Another week went by, and finally, right before I was to bring the resolution to town meeting, he emailed me to say it is confidential and he can't show anyone. He then emailed a completely different version of the resolution so that it wouldn't violate the "non-complete clause" that he had written. Gone from the resolution was all of my original ideas about saving the school, and an independent committee (see below.) At this point I had very little time to decide, and was extremely stressed out that "I could be responsible for \$40 million dollars." I finally decided to be brave, trust my lawyer, ignore Patrick's rewritten resolution and bring my original resolution unaltered, and pray that I would be okay. During the discussion at Town Meeting on the resolution a professor asked if it would violate the "non-compete clause." He said "surely, someone must have a copy of this." There was a long awkward silence. No one spoke. Finally, Kevin stood up and said, I can speak to that. "To my knowledge, it is the view of Emerson College's lawyers, that if this resolution passes, it will be a violation of the non-compete clause." After that, the resolution was voted down, but who would feel comfortable voting for it? Interestingly, in the weeks leading up to my resolution, motions were passed to restrict publicizing Town Meeting minutes and ban reporters from Town Meeting. So the outside world had no knowledge of this. Every attempt to save the school, or provide oversight, or provide transparency, is cast as an attempt to disrupt the merger. In the Fall, two students, Star Livingston and Darien organized students to save the school, They were lining up donors, and even had 250 students, according to them, ready to come to the school next year. They were so successful that Kevin Quigley invited them into his office and said (para-phase) "Look, you have to stop this. If you keep going, you will disrupt the merger." The students trying to help got intimidated and backed down. Alumni are branded as crazy and emotional and trying to disrupt things. To activists, spreading flyers about the Lt. Governor's support of keeping the school in Vermont, were declare "Persona non-grata" by Kevin Quigley for "invading private spaces" effectively banning them from campus and staining their names. After graffiti was painted on sidewalks protesting the merger, a letter went out to students advising us that "anyone with a record of misconduct would not be allowed to go to Emerson." Since then, it has been portrayed that the students are all for the merger, but this is absolutely not the case. They are just intimidated and made to believe it is the only option. The reality is, we are heartbroken. I would be more than happy to speak with you about this and provide more information.

Marlboro Future Resolution (my resolution, as brought to Town Meeting on March 4, 2020)

Whereas students, staff, faculty, and alumni have had many meaningful though challenging conversations about the merger with Emerson,

Whereas members of our community would like more meaningful ways to engage in ongoing dialogue, and have healthy avenues to bring together all members of Marlboro College,

Let it be resolved that Town Meeting supports the creation of an independent committee that facilitates open discussion about the preservation of Marlboro College.

The committee would have access to records, financial and otherwise. It would hold a weekly panel to hear ideas. Ideas would be organized and evaluated in a weekly report and made publicly available along with meeting minutes.

The committee will be composed of:

Two elected students

Two elected Faculty

Two elected Staff

Two Alumni put forward by alumni council

Up to two Marlboro town residents resolved by Marlboro Town Select board

The committee would report findings monthly to the board of trustees and give updates at Town Meeting. All meetings will be completely open to all.

Patrick's suggested rewrite of my resolution:

Patrick Connelly

Tue, Mar 3, 3:13 AM

to me, Emmanuel

Aaron and Emmanuel,

Sorry that this is getting to you both later than expected. I've been swamped. Here is a rough draft of a resolution based on our conversation. Feel free to make any edits you'd like. I'm happy to chat about it as well.

Patrick

Whereas students, staff, faculty, and alumni have had many meaningful though challenging conversations about the Emerson merger,

Whereas we recognize that the Emerson merger has brought up a range of responses from constituent groups and challenged our concept of community,

Whereas members of our community would like more meaningful ways to engage in ongoing dialogue, and have healthy avenues to bring together all members of Marlboro College,

Let it be resolved that Town Meeting supports the creation of a shared space to facilitate open discussion and healing where all parties can listen to understand the experiences of each other with a goal of reconciliation.

Emails between me and Patrick

:Aaron Pilarcik

Feb 25, 2020, 8:35 AM

to Patrick

Dear Patrick,

Thanks so much for meeting with me and Emmanuel last week. I really appreciate it. I have just been thinking of what you said. Is there any chance you can send the language you mention? I was speaking with some friends, and we feel that bringing the resolution may still be okay as it just reflects the opinion of town meeting. We are not sure about forming a committee, though. Would you be able to maybe meet tomorrow or sometime this week to go over things more?

Thanks so much!

Best wishes,

Aaron

Matthews, Deborah

From: bruce hain [REDACTED]
Sent: Tuesday, March 31, 2020 4:43 PM
To: AGO - Info
Subject: Re. Marlboro College Merger/Closure

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

The Hon. Thomas J. Donovan Jr.
Office of the Attorney General
Montpelier, Vermont 05609

Dear Attorney General Donovan,

Am informed that Marlboro College has seen fit to post an offer for sale of their campus in Windham County, and here is the link: <http://marlborocampus.colliers.com/?fbclid=IwAR2EUDtfAIXX-LgtpGJW7bk54P8aT3PmVn9q8RzBR9znDyfRMhBI4XWfB7Y>

This was undertaken with no agreement in place regarding their planned merger with Emerson, which for an abundance of reasons seems extremely unlikely.

The hoped-for sale is apparently based solely on a secret "Term Sheet" between the merger parties as far as it's legitimacy regarding their planned relationship is concerned. No one has been allowed to see this mysterious Term Sheet, despite requests from faculty and former faculty, alumni, and notably students concerned about their immediate future.

I am trying to compose a lengthy letter to you concerning several allegations of mine against the merger proponents: specifically the college administration, its counsel and consultants. Not being a lawyer, am hoping there will be some interest in pursuing it and that someone can be roped in to put it in actionable form.

So am looking forward to what I hope will be our future correspondence on the subject of Marlboro.

With Best Wishes,

Bruce W. Hain, Class of '79
Queens, New York
[REDACTED]

Matthews, Deborah

From: Office of the Vermont Attorney General <ago.helpdesk@vermont.gov>
Sent: Wednesday, March 25, 2020 12:58 PM
To: AGO - Info
Subject: Contact Form submitted on Office of the Vermont Attorney General

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Name Peter

Last Hutchinson

Email [REDACTED]

**Phone
Number** [REDACTED]

**Mailing
Address** [REDACTED]
Redwood City, California 94062
**(required
for a
response)**

Subject Marlboro College Closure

Message I have written the AG's office before on this subject, and I hope I'm not wearing out my welcome. I appreciate having the opportunity to comment.

As a Marlboro College alumnus I remain very concerned that the proposed "merger" between Marlboro and Boston's Emerson College should be investigated for possible violation of the law. I wrote before expressing concern that millions of dollars of restricted funds in Marlboro's endowment will be given away without regard for their intended purpose. Recently I've learned that Marlboro's administration is apparently violating the college's own charter in several areas. This op-ed in the Brattleboro Reformer provides more detail:

https://www.reformer.com/stories/podolsky-marlboro-college-leaders-abandon-ethos-ahead-of-merger,599918?fbclid=IwAR1eZKcNNj3PADJ3asU0qAZ3jBsSOIGGWtJ_vDiMMHUsMABNxoPIVA0JX0E

It doesn't make sense to close the college, eliminating dozens of jobs and transferring more than \$30 million of endowment out of state, given that there viable alternatives to the Emerson deal... especially if Vermont laws and the college's charter are being violated in the process. I urge the AG to undertake a thorough investigation of this ill-advised scheme and to block further action until the investigation is complete.

Respectfully,

Peter Hutchinson

Matthews, Deborah

From: Office of the Vermont Attorney General <ago.helpdesk@vermont.gov>
Sent: Wednesday, April 1, 2020 2:31 PM
To: AGO - Info
Subject: Contact Form submitted on Office of the Vermont Attorney General

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Name	Rev. Dr. James
Last	Thomas
Email	[REDACTED]
Phone Number	[REDACTED]
Mailing Address (required for a response)	[REDACTED] Leicester, North Carolina 28748
Subject	Marlboro College

Message

The loss of the Marlboro College community would be a sad day for Vermont. This unique, high quality educational institution is well endowed (30+ million dollars), has a beautiful Vermont campus (valued at at least 10 million dollars, and is an important part of the Marlboro Town community.

I believe the current President and Board have acted too swiftly and with little or no consultation with the broader Marlboro College support group of loyal alumni, former faculty and staff...the very group whose generous contributions built that endowment!

There are serious proposals for keeping the College where it belongs, in Vermont.

Please use whatever means at the disposal of your office to slow this process in order to allow for the development of alternatives.

Thank you,

REV.Dr. James E. Thomas AB,STB,MA,ThM,PhD

Marlboro College faculty 1973-2001

Matthews, Deborah

From: Office of the Vermont Attorney General <ago.helpdesk@vermont.gov>
Sent: Monday, March 30, 2020 7:31 PM
To: AGO - Info
Subject: Contact Form submitted on Office of the Vermont Attorney General

Follow Up Flag: Follow up
Flag Status: Completed

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Name	Shaw Izikson
Last	Izikson
Email	[REDACTED]
Phone Number	[REDACTED]
Mailing Address (required for a response)	[REDACTED] Winsted, Connecticut 06098
Subject	Marlboro College/Emerson merger
Message	<p>I have contacted the office before about the potential merger. I just want to advise the office that the college has hired a real estate broker and has put the campus up for sale:</p> <p>http://marlborocampus.colliers.com/ http://marlborocampus.colliers.com/pdf/brochure-marlboro-college-campus-marlboro-vt.pdf</p> <p>-thanks, Shaw</p>
